

USA Capital

First Trust Deed Investment

Borrower: The Gardens, LLC
The principals of the borrower, Don Granatstein and Gerald E. Cadesky, have been involved with the development of 28 timeshare projects throughout the Eastern United States and Canada. Don Granatstein has been in the marketing and acquisition firm specializing in resort related and commercial real estate since 1986.

Loan Amount: \$2,425,000 to refinance approximately 7.5 acres located next to the Parliament House resort in Orlando, Florida on Rock Lake.

Use of Proceeds: Refinance of the existing loan on the property, and provide funds to complete the architectural, planning, and legal work to develop a time-share resort on the subject property.

Rate: 12.0% (net), payable monthly

Maturity: August 15, 2006

Collateral: First deed of trust on 7.5 acres of land located on Rock Lake in Orlando, Florida. The property is approved for the development of 164 time-share units.

Additional Collateral: In addition to the First Deed of Trust, there will be a subordinated deed of trust on the adjacent Parliament House resort, an existing, successful, niche resort. There is also a Second Deed of Trust on the 18 units of timeshare being developed by Parliament Partners.

Loan to Value: Approximately 66% including the value of the additional collateral an appraisal has been ordered.

Guarantees: The loan will be guaranteed by the principals of the borrower Gerald E. Cadesky, and M. Donald Granatstein, who have indicated a combined net worth in excess of \$6 million.

USA Capital
702-734-2400

Licensed by the State of Nevada Division of Mortgage Lending
USA Commercial Mortgage Company 4484 S. Pecos Rd, Las Vegas NV 89121

License #MB 333 10/21/2009

Money invested through a mortgage broker is not guaranteed to earn any interest or return and is not insured. Before investing investors must be provided applicable disclosure.

Exhibit B